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Attorneys for OCEANO PACKING COMPANY, LLC.

**IN THE UNITED STATES DISTRICT COURT**  
**FOR THE NORTHERN DISTRICT OF CALIFORNIA, SAN JOSE DIVISION**

ASA FARMS, INC., a California corporation and  
 BRAGA RANCH

Plaintiffs,

v.

FRESH 'N HEALTHY, INC., a Delaware  
 corporation, MARK WILLIAMS, an individual;  
 JACK PARSON, an individual; STEVEN CINELLI,  
 an individual; CHAD HAGEN, an individual,  
 SANTOS MARTINEZ, an individual; DON BEAM,  
 an individual; DARRYL NICHOLSON, an  
 individual; RICHARD MAY, an individual;  
 THOMAS COLOGNA, an individual; PRESTWICK  
 PARTNERS, LLC, a California limited liability  
 company; SOLSTICE VENTURE PARTNERS,  
 LLC, a business entity form unknown; VFINANCE  
 INVESTMENTS, a business entity form unknown;  
 FMP VINEYARD, LLC, a New Mexico limited  
 liability company; BUTTONWOOD OPTION,  
 LLC, a business entity form unknown; DW, LLC, a  
 business entity form unknown; M SOLAZZO  
 TRUST 2002; P. SOLAZZO 1998; GIBBONS  
 FAMILY TRUST; BIXLER TRUST;  
 STEIGERWALD TRUST and CARTER TRUST,  
 COMERICA BANK and DOES 2 through 50,  
 inclusive,

Defendants

Case No. C08-00122JF

**DECLARATION OF EFFIE  
 ANASTASSIOU IN SUPPORT OF  
 OCEANO PACKING COMPANY,  
 LLC'S REPLY IN FURTHER  
 OPPOSITION TO STIPULATION TO  
 MODIFY INJUNCTION**

**Date: March 14, 2008**  
**Time: 9:30 a.m.**  
**Judge Fogel**

OCEANO PACKING COMPANY, LLC, a  
California limited liability company,

Intervening Plaintiff,

v.

FRESH 'N HEALTHY, INC., a Delaware  
corporation, MARK WILLIAMS, an individual;  
JACK PARSON, an individual; STEVEN CINELLI,  
an individual; CHAD HAGEN, an individual,  
SANTOS MARTINEZ, an individual; DON BEAM,  
an individual; DARRYL NICHOLSON, an  
individual; RICHARD MAY, an individual;  
THOMAS COLOGNA, an individual; PRESTWICK  
PARTNERS, LLC, a California limited liability  
company; SOLSTICE VENTURE PARTNERS,  
LLC, a California limited liability company;  
VFINANCE INVESTMENTS, a business entity  
form unknown; FMP VINEYARD, LLC, a New  
Mexico limited liability company; BUTTONWOOD  
OPTION, LLC, a business entity form unknown;  
DW, LLC, a business entity form unknown; M  
SOLAZZO TRUST 2002; P. SOLAZZO 1998;  
GIBBONS FAMILY TRUST; BIXLER TRUST;  
STEIGERWALD TRUST; CARTER TRUST; and  
COMERICA BANK, a Texas Corporation,

Defendants.

I, Effie Anastassiou, hereby declare as follows:

1. I am an attorney at law licensed to practice in the State of California and before this Court. I am counsel of record for Oceano Packing Company, LLC ("Oceano") in this matter. I have personal knowledge of the matters stated herein and, if called to testify, could testify competently thereto.

2. Yesterday, March 11, 2008, I took the deposition of Stephen Cinelli, the Chairman of the Board of Directors for Defendant, Fresh 'N Healthy, Inc. ("Fresh"). The deposition was conducted in connection with a state court action in a case styled Snow Seed Co. v. Fresh 'N Healthy, pending in San Benito County Superior Court, Case Number CU0700149.

3. Given that Mr. Cinelli's deposition occurred yesterday, I do not yet have a certified copy of the transcript of the deposition. However, attached hereto as Exhibit A is a true and correct copy of a "rough" transcript of the deposition provided to me by the court reporter. At his deposition Mr. Cinelli testified

1 about an appraisal of Fresh's equipment that was conducted in late 2006. Mr. Cinelli did not remember  
 2 the exact amount of the appraised value of the Fresh equipment, because he did not have the appraisal with  
 3 him at the deposition.

4 4. Attached hereto as Exhibit B is a true and correct copy of an e-mail dated March 12, 2008, sent  
 5 by Stephen O'Neill, counsel for Fresh, to Scott J. Allen, an attorney in my law firm who is also counsel  
 6 of record for Oceano.

7 5. Attached hereto as Exhibit C is a true and correct copy of an appraisal of certain equipment  
 8 purchased by Fresh from Santos Martinez in approximately March of 2007. The appraisal was sent to  
 9 Scott Allen by Stephen O'Neill on March 12, 2008.

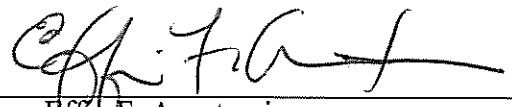
10 6. Attached hereto as Exhibit D are true and correct copies of a string of e-mails between Scott  
 11 Allen of my firm, Stephen O'Neill (counsel for Fresh), and others, including myself. Those e-mails, and  
 12 Exhibit B hereto, show that on several occasions prior to March 11, 2008, Scott Allen specifically  
 13 requested that Fresh provide to Oceano a copy of the appraisal which is attached hereto as Exhibit C to  
 14 Oceano. As can be seen in the March 6, 2008 e-mail from Steve O'Neill to Scott Allen, Fresh's counsel  
 15 specifically refused to provide the appraisal to Oceano prior to March 12, 2008.

16 7. After receiving the appraisal from counsel for Fresh, I directed a member of my staff to  
 17 calculate the total "Orderly Liquidation Value" and "Fair Market Value" for the assets subject to the  
 18 appraisal, as set forth in the appraisal. Attached hereto as Exhibit E is a true and correct copy of a  
 19 spreadsheet with that calculation which was prepared by my staff. As shown on Exhibit E, the total  
 20 spreadsheet with that calculation which was prepared by my staff. As shown on Exhibit E, the total  
 21 "Orderly Liquidation Value" of the assets subject to the appraisal is \$2.434 million; and the total "Fair  
 22 Market Value" for the assets is \$3.728 million.

23 I declare under penalty of perjury under the laws of the United States of America that the foregoing  
 24 is true and correct.

25 Dated: March 12, 2008

26 By: \_\_\_\_\_

  
 Effie F. Anastassiou  
 Attorneys for Intervening Plaintiffs  
 OCEANO PACKING, CO., INC.

28 F:\OCA\Fresh 'N Healthy\Pleadings\EFA Dec Reply.wpd